

UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

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SECURITIES AND EXCHANGE
COMMISSION,

Plaintiff,

v.

RESERVE MANAGEMENT COMPANY, INC.,
RESRV PARTNERS, INC., BRUCE BENT SR.
and BRUCE BENT II,

Defendants,

and

THE RESERVE PRIMARY FUND,

Relief Defendant.
----- x

No. 09 Civ. 4346 (PGG)

ECF CASE

STIPULATION

IT IS HEREBY STIPULATED AND AGREED by and among the Plaintiff and the Defendants in the above-captioned action ("this Action") as follows:

1. Subject to Court approval, the Amended Judgment entered in this Action on September 30, 2013 (Docket Entry No. 650) shall be amended and replaced with the proposed Judgment submitted herewith by the Plaintiff, Securities and Exchange Commission, in the form annexed hereto as Exhibit A (the "Proposed Amended Judgment").

2. Neither party shall take an appeal from the Proposed Amended Judgment, and upon entry of the Proposed Amended Judgment, this Action shall be dismissed with prejudice.

December 23, 2013

SECURITIES AND EXCHANGE COMMISSION,

By: _____

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EXHIBIT A

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SECURITIES AND EXCHANGE
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x

No. 09 Civ. 4346 (PGG)

ECF CASE

[PROPOSED] AMENDED JUDGMENT

The issues in the above-entitled action having been brought on for trial before the Honorable Paul G. Gardephe, United States District Judge, and a jury on October 9, 2012, and at the conclusion of the trial on November 12, 2012, the jury having ruled in favor of: (1) Defendants RMCI, Resrv Partners, and Bent II as to the SEC's claims under Section 10(b) and Section 20(a) of the Securities Exchange Act and Rule 10b-5 (First and Second Claims for Relief); (2) Defendants RMCI, Resrv Partners, and Bent II on the SEC's claims under Section 17(a)(1) of the Securities Act (Third Claim for Relief); (3) the SEC as to its claim that RMCI and Resrv Partners knowingly or recklessly violated Sections 17(a)(2) or (3) of the Securities Act (Third Claim for Relief); (4) the SEC as to its claim that Bent II negligently violated Sections 17(a)(2) or (3) of the Securities Act (Third Claim for Relief); (5) Defendants RMCI, Bent Sr., and Bent II as to the SEC's claims under Section 206(1) of the Investment Advisers Act (Fourth Claim for Relief); (6) Defendants RMCI, Bent Sr., and Bent II as to the SEC's claim that they knowingly

or recklessly violated Section 206(2) of the Investment Advisers Act (Fourth Claim for Relief); (7) the SEC as to its claim that RMCI negligently violated Section 206(2) of the Investment Advisers Act (Fourth Claim for Relief); (8) Defendants Bent Sr. and Bent II as to the SEC's claim that they negligently violated Section 206(2) of the Investment Advisers Act (Fourth Claim for Relief); (9) Defendants Bent Sr. and Bent II on the SEC's claim that they knowingly or recklessly aided and abetted RMCI's violation of Section 206(1) or (2) of the Investment Advisers Act (Sixth Claim for Relief); (10) the SEC as to its claim that RMCI knowingly or recklessly violated Section 206(4) of the Investment Advisers Act and Rule 206(4)-8 (Fifth Claim for Relief); (11) Defendants Bent Sr. and Bent II as to the SEC's claim that they knowingly, recklessly, or negligently violated Section 206(4) of the Investment Advisers Act and Rule 206(4)-8 (Fifth Claim for Relief); and (12) Defendants Bent Sr. and Bent II as to the SEC's claim that they knowingly or recklessly aided and abetted RMCI's violation of Section 206(4) of the Investment Advisers Act and Rule 206(4)-8 (Seventh Claim for Relief), and

This Court, by Memorandum Opinion & Order entered on September 30, 2013, having thereafter imposed upon Defendants RMCI, Resrv Partners and Bent II the following amounts as civil monetary penalties payable to the Commission:

- (1) RMCI: \$325,000 pursuant to 15 U.S.C. § 77t(d)(2)(B);
- (2) Resrv Partners: \$325,000 pursuant to 15 U.S.C. § 77t(d)(2)(B); and
- (3) Bent II: \$100,000 pursuant to 15 U.S.C. § 77t(d)(2)(A);

it is,

ORDERED, ADJUDGED AND DECREED: That judgment is entered in favor of: (1) Defendants RMCI, Resrv Partners, and Bent II as to the SEC's claims under Section 10(b) and Section 20(a) of the Securities Exchange Act and Rule 10b-5 (First and Second Claims for

Relief); (2) Defendants RMCI, Resrv Partners, and Bent II on the SEC's claims under Section 17(a) (1) of the Securities Act (Third Claim for Relief); (3) the SEC as to its claim that RMCI and Resrv Partners knowingly or recklessly violated Sections 17(a)(2) or (3) of the Securities Act (Third Claim for Relief); (4) the SEC as to its claim that Bent II negligently violated Sections 17(a)(2) or (3) of the Securities Act (Third Claim for Relief); (5) Defendants RMCI, Bent Sr., and Bent II as to the SEC's claims under Section 206(1) of the Investment Advisers Act (Fourth Claim for Relief); (6) Defendants RMCI, Bent Sr., and Bent II as to the SEC's claim that they knowingly or recklessly violated Section 206(2) of the Investment Advisers Act (Fourth Claim for Relief); (7) the SEC as to its claim that RMCI negligently violated Section 206(2) of the Investment Advisers Act (Fourth Claim for Relief); (8) Defendants Bent Sr. and Bent II as to the SEC's claim that they negligently violated Section 206(2) of the Investment Advisers Act (Fourth Claim for Relief); (9) Defendants Bent Sr. and Bent II on the SEC's claim that they knowingly or recklessly aided and abetted RMCI's violation of Section 206(1) or (2) of the Investment Advisers Act (Sixth Claim for Relief); (10) the SEC as to its claim that RMCI knowingly or recklessly violated Section 206(4) of the Investment Advisers Act and Rule 206(4)-8 (Fifth Claim for Relief); (11) Defendants Bent Sr. and Bent II as to the SEC's claim that they knowingly, recklessly, or negligently violated Section 206(4) of the Investment Advisers Act and Rule 206(4)-8 (Fifth Claim for Relief); and (12) Defendants Bent Sr. and Bent II as to the SEC's claim that they knowingly or recklessly aided and abetted RMCI's violation of Section 206(4) of the Investment Advisers Act and Rule 206(4)-8 (Seventh Claim for Relief).

ORDERED, ADJUDGED AND DECREED: In the event that the Court grants Lead Plaintiff's Motion to Approve the Class Action Settlement Stipulation's provision for Reimbursement Payments, in satisfaction of the obligations of Defendants RMCI, Resrv Partners

and Bent II to pay the aforementioned penalties, the amount payable to Defendants as “Reimbursement Payments” as defined in the Stipulation and Agreement of Settlement Dated August 14, 2013, submitted as Exhibit 1 to the Lead Plaintiff’s Notice of Motion and Motion for (I) Preliminary Approval of Settlement, (II) Certification of the Class for Purposes of Settlement, and (III) Approval of Notice to the Class, submitted September 6, 2013 in In re The Reserve Primary Fund Secs. & Deriv. Class Action Litig., No. 08 Civ. 8060 (PGG) (S.D.N.Y.) (Docket Entry No. 227), shall be reduced by \$750,000. Such deductions from the Reimbursement Payments shall constitute a Fair Fund pursuant to Section 308 of the Sarbanes-Oxley Act of 2002.

In the event that the Court denies Lead Plaintiff’s Motion to Approve the Class Action Settlement Stipulation’s provision for Reimbursement Payments, Defendants RMCI, Resrv Partners and Bent II shall satisfy their respective penalty obligations by transmitting their respective penalty amounts to the Securities and Exchange Commission within 14 days after entry of the Order denying such Motion. Defendants RMCI, Resrv Partners and Bent II may transmit their respective penalty payments electronically to the Commission, which will provide detailed ACH transfer/Fedwire instructions upon request. Payment may also be made directly from a bank account via [Pay.gov](http://www.pay.gov) through the SEC website at <http://www.sec.gov/about/offices/ofm.htm>. Defendants RMCI, Resrv Partners and Bent II may also pay by certified check, bank cashier’s check, or United States postal money order payable to the Securities and Exchange Commission, which shall be delivered or mailed to

Enterprise Services Center
Accounts Receivable Branch
6500 South MacArthur Boulevard
Oklahoma City, OK 73169

and shall be accompanied by a letter identifying the case title, civil action number, and name of this Court; RMCI, Resrv Partners and Bent II as defendants in this action; and specifying that payment is made pursuant to this Amended Judgment. Defendants RMCI, Resrv Partners and Bent II shall simultaneously transmit photocopies of evidence of payment and case identifying information to the Commission's counsel in this action. By making their respective payments, Defendants RMCI, Resrv Partners and Bent II each relinquish all legal and equitable right, title, and interest in such funds and no part of the funds shall be returned to any of Defendants RMCI, Resrv Partners or Bent II.

The Commission may enforce the Court's judgment for penalties through collection procedures authorized by law at any time after 14 days following the later of (1) the entry of this Amended Judgment; and (2) the entry of the Order denying Lead Plaintiff's Motion to Approve the Class Action Settlement Stipulation's provision for Reimbursement Payments. Defendants RMCI, Resrv Partners and Bent II shall pay post judgment interest on any delinquent amounts pursuant to 28 U.S.C. § 1961. The Commission shall hold the funds, together with any interest and income earned thereon (collectively, the "Fund"), pending further order of the Court.

In the event that the Court denies the Lead Plaintiff's Motion to Approve the Settlement Stipulation's provision for Reimbursement Payments, and Defendants RMCI, Resrv Partners and Bent II remit their respective penalties to the Commission, the Commission may propose a further plan to distribute the Fund subject to the Court's approval. Such a plan may provide that the Fund shall be distributed pursuant to the Fair Fund provisions of Section 308(a) of the Sarbanes-Oxley Act of 2002. The Court shall retain jurisdiction over the administration of any

distribution of the Fund.

DATED: New York, New York
December __, 2013

SO ORDERED:

USDJ

Clerk of Court

BY:

Deputy Clerk